

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	Case No. 05-44481 (RDD)
DELPHI CORPORATION, <i>et al.</i> ,)	(Jointly Administered)
)	
Debtors.)	
_____)	

**[PROPOSED] ORDER GRANTING MOTION OF BORGWARNER TURBO SYSTEMS
INC. FOR RELIEF FROM AUTOMATIC STAY TO LIQUIDATE SETOFF AND
RECOUPMENT CLAIMS AGAINST THE DEBTORS**

Upon consideration of the Motion of BorgWarner Turbo Systems Inc. pursuant to 11 U.S.C. §§ 362 and 553, and Rules 4001, 9013, and 9014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and L.B.R. 4001-1, 9013-1, and 9014-1 (S.D.N.Y.) seeking relief from the automatic stay (the “Motion”), and the Court having been fully informed in the premises, it is

ORDERED that the automatic stay is hereby modified (i) to permit BorgWarner to liquidate its Warranty Claim (as defined in the Motion) against Delphi Corporation in an appropriate non-bankruptcy forum in order to facilitate the eventual setoff and/or recoupment of the Warranty Claim and (ii) pending the liquidation of the Warranty Claim, to permit BorgWarner to continue to freeze payment of any amounts it may owe to the Debtors so as to adequately protect and preserve BorgWarner’s setoff rights.

Honorable Robert D. Drain
United States Bankruptcy Judge